

Presentment Date and Time: September 14, 2016 at 10:00 a.m. (ET)
Objection Date and Time: September 7, 2016 at 10:00 a.m. (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
Gawker Media LLC, *et al.*,² : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF GAWKER MEDIA LLC, *et al.*, FOR ENTRY OF AN ORDER PURSUANT TO
SECTIONS 327(e), 328(a), 330 AND 1103(a) OF THE BANKRUPTCY CODE
AND FED. R. BANKR. P. 2014 AND 2016 FOR AUTHORITY TO RETAIN
AND EMPLOY MOURANT OZANNES AS SPECIAL FOREIGN COUNSEL
EFFECTIVE *NUNC PRO TUNC* TO AUGUST 22, 2016**

The Official Committee of Unsecured Creditors (the “**Committee**”) of Gawker Media LLC, *et al.* (the “**Debtors**”), by its co-chair, Ashley Terrill, hereby submits this application (the “**Application**”) for an Order, substantially in the form attached hereto as **Exhibit A**, pursuant to 11 U.S.C. §§ 327(e), 328(a), 330 and 1103(a) of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (as amended, the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local

² The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrássy út. 66 1062 Budapest, Hungary.

Rules for the United States Bankruptcy Court for the Southern District of New York (as amended, the “**Local Rules**”) authorizing the employment and retention of Maurant Ozannes as special foreign counsel for the Committee, effective *nunc pro tunc* to August 22, 2016. In support of the Application, the Committee relies upon the Declaration of Ashley Terrill, Committee Co-Chair (the “**Committee Co-Chair Declaration**”), attached hereto as **Exhibit B**, and the Declaration of Alexander Last (the “**Last Declaration**”), attached hereto as **Exhibit C**, each incorporated herein by reference. The Committee respectfully represents as follows:

JURISDICTION, VENUE, AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief requested herein are sections 327(e), 328(a), 330 and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

BACKGROUND

2. On June 10, 2016, Gawker Media LLC filed a voluntary petition for relief under chapter 11. Gawker Media Group, Inc. and Kinja Kft. followed with voluntary petitions for relief under chapter 11 on June 12, 2016. The factual background regarding the Debtors, including their business operations, their financial affairs and capital structure, and the events leading to the filing of these chapter 11 cases, is set forth in detail in the *Declaration of William D. Holden in Support of First Day Motions* [Docket No. 7].

3. By Order dated June 16, 2016 [Docket No. 41], these chapter 11 cases are being jointly administered. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy

Code. As of the date hereof, neither a trustee nor an examiner has been appointed in these chapter 11 cases.

4. On June 24, 2016, the Office of the United States Trustee (the “**U.S. Trustee**”) appointed the Committee in these cases pursuant to section 1102 of the Bankruptcy Code [Docket No. 62]. The Committee is presently composed of the following three creditors: (i) Terry Gene Bollea; (ii) Shiva Ayyadurai; and (iii) Ashley A. Terrill.

5. The Committee has retained Simpson Thacher & Bartlett LLP as its counsel, Deloitte Financial Advisory Services LLP as its proposed financial advisors, and Maurant Ozannes as its proposed special foreign counsel.

RELIEF REQUESTED

6. Subject to this Court’s approval, and pursuant to sections 327(e), 328(a), 330 and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order in the form of Exhibit A authorizing the Committee to employ and retain Maurant Ozannes as its special foreign counsel, effective *nunc pro tunc* to August 22, 2016, to perform legal services that will be necessary during these chapter 11 cases.

7. The Committee has selected Maurant Ozannes because Maurant Ozannes and its professionals possess extensive experience and knowledge in the field of Cayman finance and security documents. The Committee believes that Maurant Ozannes is well-qualified and able to advise and assist it in these chapter 11 cases in an efficient and timely manner.

A. Services to be Provided

8. The Committee respectfully submit that it is necessary and appropriate for it to employ and retain Maurant Ozannes to provide foreign law services, at the direction of Simpson

Thacher & Bartlett LLP, to provide the Committee with local Cayman Islands law advice in relation to certain finance, indemnification, and security documents entered into by the Debtors. Gawker Media Group, Inc. is a Cayman Islands entity.

9. No other law firm is providing the Committee with this service. Mourant Ozannes will work with Simpson Thacher & Bartlett LLP to ensure that the services provided by each firm are not duplicative of any work performed by any of the Committee's professionals.

10. Finally, *nunc pro tunc* relief is appropriate here. Since August 22, 2016, the Committee, with the assistance Mourant Ozannes has been reviewing diligently issues related to the prepetition financings in advance of the forthcoming investigation deadline in the debtor in possession financing order. The Committee respectfully submits that the filing of this Application is appropriate and timely under the circumstances, so as to justify *nunc pro tunc* relief.

B. Professional Compensation

11. Mourant Ozannes intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, subject to the Court's approval, and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York, updated June 17, 2013 (the "**SDNY Guidelines**"), Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (the "**Revised UST Guidelines**"), the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 94] and other Orders of the Court

Orders, and seek reimbursement of actual, necessary expenses and other charges that Mourant Ozannes incurs.

12. Mourant Ozannes's hourly rates vary with the experience and seniority of the individual professionals. The applicable hourly billing rates by personnel classification for this engagement are as follows:³

Billing Category	Range
Partner	\$800
Counsel	\$700
Paralegal	\$300 - \$425

These rates, as set forth more fully in the Last declaration, are reasonable.

13. The following professionals are presently expected to have primary responsibility for providing services to the Committee: Alexander Last and Adam Bathgate. In addition, from time to time, as these chapter 11 cases proceed, other Mourant Ozannes professionals and paraprofessionals may provide required services to the Committee.

14. Mourant Ozannes will maintain detailed records of actual and necessary costs and expenses incurred in connection with the services described above. All requests for reimbursement of expenses will be consistent with SDNY Guidelines established by the Bankruptcy Court and/or the Revised UST Guidelines.

15. The Committee believes that these rates, and the terms and conditions of Mourant Ozannes's employment, are reasonable.

³ These hourly rates are subject to periodic adjustments. In the event the hourly rates set forth herein are adjusted during the pendency of these chapter 11 cases, Mourant Ozannes will provide the Bankruptcy Court and the U.S. Trustee with written notice of the new rates.

C. Mourant Ozannes's Disinterestedness

16. Upon information and belief, Mourant Ozannes does not represent and does not hold any interest materially adverse to the interests of the Debtors' estates or creditors or equity security holders in the matters upon which Mourant Ozannes is to be engaged, except to the extent set forth in the Last Declaration attached hereto as **Exhibit C**.

17. The Committee believes that the employment of Mourant Ozannes is necessary and in the best interests of the estates and will enable the Committee to carry out its fiduciary duties owed to unsecured creditors under the Bankruptcy Code. The Committee respectfully submits that the relief requested in the Application is appropriate and should be granted by this Court.

Notice

18. Notice of this Application has been provided to: (i) the Debtors, Gawker Media LLC, 114 Fifth Avenue, 2d Floor, New York, NY 10011, Attn: Heather Dietrick (heather@gawker.com); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com); (iii) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes & Susan Arbeit; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller (david.heller@lw.com) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon (keith.simon@lw.com); (vii) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C.

Harris (adam.harris@srz.com); (viii) Thomas & LoCicero PL, 601 S. Boulevard, Tampa, FL 33603, Attn: Gregg D. Thomas, (gthomas@tlolawfirm.com); and (ix) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <https://cases.primeclerk.com/gawker>. In light of the nature of the relief requested herein, the Committee submits that no other or further notice is necessary.

NO PRIOR REQUEST

19. No prior application for the relief requested herein has been made to this or any other court.


CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court: (a) enter an order substantially in the form annexed hereto as **Exhibit A**, authorizing the retention and employment of Mourant Ozannes *nunc pro tunc* to August 22, 2016; and (b) grant such other and further relief as the Court may deem just and proper.

Dated: August 23, 2016
New York, New York

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF GAWKER MEDIA LLC, *et al*

By:  /s/
Ashley Terrill, as authorized and
on behalf of the Committee

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William T. Russell, Jr.
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EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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Gawker Media LLC, <i>et al.</i> , ¹	:
	:
Debtors.	:
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Chapter 11
Case No. 16-11700 (SMB)
(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF MOURANT OZANNES AS SPECIAL FOREIGN COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327(e),
328(a), 330, AND 1103(a) OF THE BANKRUPTCY CODE
EFFECTIVE *NUNC PRO TUNC* TO AUGUST 22, 2016**

This matter coming before the court on the Application of the Official Committee of Unsecured Creditors of Gawker Media LLC, *et al.*, for Entry of an Order Pursuant to Sections 327(e), 328(a), 330 and 1103(a) of the Bankruptcy Code and Fed. R. Bankr. P. 2014 and 2016 for Authority to Retain and Employ Mourant Ozannes Effective *Nunc Pro Tunc* to August 22, 2016 (the “**Application**”)²; the Court having reviewed the Application and the Declaration of Alexander Last (the “**Last Declaration**”); and the Court having found based on the representations made in the Application and in the Last Declaration that (a) Mourant Ozannes does not hold or represent an interest adverse to the Debtors’ estates and (b) Mourant Ozannes is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(e) of the Bankruptcy Code; the Court finding that (a) the Court has jurisdiction over

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrássy út. 66 1062 Budapest, Hungary.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (c) notice of the Application is sufficient under the circumstances and no further notice is required; and the Court having determined that the legal and factual basis set forth in the Application establish just cause for the relief granted herein and the Court having determined that the relief sought in the Application is in the best interests of the Committee and its constituents; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Application is granted to the extent provided herein; and it is further

ORDERED that the Committee is authorized, pursuant to sections 327(e), 328(a) and 1103(a) of the Bankruptcy Code, and effective as of August 22, 2016, to employ and retain Mourant Ozannes as its special foreign counsel;

ORDERED, that Mourant Ozannes shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court; and it is further

ORDERED, that this Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: _____, 2016
New York, New York

THE HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Committee Co-Chair Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)
-----X

**DECLARATION OF ASHLEY TERRILL, COMMITTEE CO-CHAIR, IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
GAWKER MEDIA, LLC, *et al.*, FOR ENTRY OF AN ORDER PURSUANT TO
SECTIONS 327(e), 328(a), 330 AND 1103(a) OF THE BANKRUPTCY CODE AND FED.
R. BANKR. P. 2014 AND 2016 FOR AUTHORITY TO RETAIN AND EMPLOY
MOURANT OZANNES AS SPECIAL FOREIGN COUNSEL
EFFECTIVE NUNC PRO TUNC AUGUST 22, 2016**

Pursuant to 28 U.S.C § 1746, I, Ashley Terrill, Committee Co-Chair, hereby submit this declaration (the “**Declaration**”) under penalty of perjury:

1. I am a creditor of Gawker Media, LLC (together with its debtor affiliates, the “**Debtors**”) and was appointed by the Office of the United States Trustee as a member of the Official Committee of Unsecured Creditors (the “**Committee**”) of the Debtors. I am the Co-Chair of the Committee, and I was part of the process and involved in selecting and engaging counsel for the Committee.

2. I have reviewed and am familiar with the contents of the *Application of the Official Committee of Unsecured Creditors of Gawker Media LLC, et al., for Entry of an Order Pursuant to Sections 327(e), 328(a), 330 and 1103(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016 for Authority to Retain and Employ Mourant Ozannes*

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrássy út. 66 1062 Budapest, Hungary.

as Special Foreign Counsel Effective Nunc Pro Tunc to August 22, 2016 (the “**Application**”).² In support of the Application, the Committee relies upon the Declaration of Alexander Last, which is attached to the Application as **Exhibit C**.

3. The Committee selected Mourant Ozannes because of Mourant Ozannes’s extensive Cayman legal experience and knowledge, and in particular, its recognized expertise in with regard to certain finance and security documents entered into by the Debtors.

4. The members of the Committee also reviewed Mourant Ozannes’s rates for bankruptcy services as set forth in the Application. Mourant Ozannes informed the Committee these rates are generally consistent with Mourant Ozanne’s comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. The Committee believes these rates are reasonable. Each Committee member will also receive copies of Mourant Ozannes’s monthly invoices and fee applications and will have a full opportunity to review the fees to confirm they are reasonable.

5. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to the Committee, information provided to the Committee by Mourant Ozannes, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee, and if called upon to testify, I would testify competently to the facts set forth herein.

² Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: August __, 2016

Respectfully submitted,

/s/

Ashley Terrill, Committee Co-Chair, as
authorized and on behalf of the Committee

EXHIBIT C

Last Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)
-----X

**DECLARATION OF ALEXANDER LAST IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GAWKER MEDIA, LLC,
et al., FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 327(e), 328(a), 330 AND
1103(a) OF THE BANKRUPTCY CODE AND FED. R. BANKR. P. 2014 AND 2016 FOR
AUTHORITY TO RETAIN AND EMPLOY MOURANT OZANNES AS SPECIAL
FOREIGN COUNSEL EFFECTIVE NUNC PRO TUNC TO AUGUST 22, 2016**

Pursuant to 28 U.S.C § 1746, I, Alexander Last, hereby submit this declaration

(the “**Declaration**”) under penalty of perjury:

1. I am a partner of the law firm of Mourant Ozannes (“**Mourant**” or the “**Firm**”), with an office at 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman KY1-1108, Cayman Islands.² I am admitted to practice as an attorney-at-law in the Cayman Islands pursuant to the Legal Practitioners Law (2007 Revision) of the Cayman Islands. There are no disciplinary proceedings pending against me.

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d, Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrássy út. 66, 1062 Budapest, Hungary.

² Capitalized terms used in this Declaration but not otherwise defined herein have the meaning ascribed to such terms in the Application.

2. I submit this Declaration in support of the *Application of the Official Committee of Unsecured Creditors of Gawker Media LLC, et al., for Entry of an Order Pursuant to Sections 327(e), 328(a), 330 and 1103(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016 for Authority to Retain and Employ Mourant Ozannes as Special Foreign Counsel Effective Nunc Pro Tunc to August 22, 2016* (the “**Application**”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. To the extent that any information disclosed herein requires amendment or modification upon Mourant's receipt of additional information or as additional creditor information becomes available, a supplemental declaration will be submitted to the Court.

MOURANT OZANNES QUALIFICATIONS

4. Mourant is an offshore law firm advising on the laws of the British Virgin Islands, the Cayman Islands, Guernsey and Jersey (collectively, the “**Mourant Jurisdictions**”). The Committee has selected Mourant as its Cayman Islands legal counsel because of the Firm's extensive legal expertise and knowledge on matters of Cayman Islands law.

5. The Committee believes that Mourant is well-qualified to represent it as special Cayman Islands counsel.

SERVICES TO BE PROVIDED

6. Mourant will provide the Committee with local Cayman Islands law advice in relation to certain finance, indemnification, and security documents entered into by the Debtors.

PROFESSIONAL COMPENSATION

7. Mourant intends to apply for allowance of compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of

the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the SDNY Guidelines, the Revised UST Guidelines, and any other applicable procedures or orders of the Court. Mourant's hourly rates and corresponding rate structure for these chapter 11 cases are the same as Mourant charges generally for restructuring, workout, bankruptcy, insolvency, and comparable matters, as well as similar complex corporate, finance, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters are typically global in scope and involve great complexity, high stakes, and severe time pressures.

8. Mourant's hourly rates are set at a level designed to fairly compensate Mourant for the work of its professionals. Hourly rates vary with the experience and seniority of the individuals assigned. Mourant's current hourly rates, effective as of February 1, 2016, for the principal professionals who are expected to be providing services to the Committee, range as follows:

Name	Title	Billing rate
Alexander Last	Partner	\$800
Adam Bathgate	Counsel	\$700
Jo-Anne Maher	Paralegal	\$425
Corey Stokes	Paralegal	\$300

9. In addition, from time to time, other Mourant professionals will provide required services to the Committee.

10. It is Mourant's policy to charge its clients on Cayman Islands finance, corporate or investment funds transactions for identifiable, non-overhead expenses incurred in connection

with that client's transaction that would not have been incurred except for representation of that particular client.

11. In order to comply with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 440 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (the “**Revised UST Guidelines**”). Mourant will charge the Committee only the amount actually incurred by Mourant in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, and outgoing facsimile transmissions.

12. Mourant further states that pursuant to Bankruptcy Rule 2016(b) it has not shared, nor agreed to share, (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel, senior associates, associates, articled clerks, legal assistants, paralegals and other staff associated with Mourant; or (b) any compensation another person or party has received or may receive. Mourant does not currently use contract attorneys.

13. Mourant intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by Mourant in these chapter 11 cases. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Revised UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Not applicable. Mourant was retained by the Committee after the Petition Date.

DISINTERESTEDNESS

14. Except as otherwise set forth herein, Mourant (a) does not have any connection with the Debtors or their affiliates, their creditors, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, or any other party in interest, or its respective attorneys and accountants, (b) is a "disinterested person", as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estate.

15. Mourant and certain of its partners, counsel, senior associates, associates, articulated clerks, legal assistants, and paralegals may have in the past represented, may currently represent, and likely in the future will represent parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Mourant has searched its electronic database for its connections to the entities listed on **SCHEDULE 1** annexed hereto. This list was provided by the Debtors. The Debtors provided their information in the format in which they maintain it, which did not consistently disclose the full correct legal name or other information needed for every name to be checked. All statements made herein or in the schedules hereto concerning Mourant's connections to parties in interest are based upon (i) information from, and discussions I or other Mourant personnel reporting to me have had with the attorney Mourant responsible for conflicts matters and (ii) information generated by the Finance Department at Mourant. The information listed on **SCHEDULE 1** may have changed without Mourant's knowledge and may change during the pendency of these

chapter 11 cases. Accordingly, Mourant will update this Declaration as necessary and when Mourant becomes aware of material information.³

16. Mourant has searched its databases for connections to entities falling under the following categories, as listed on **SCHEDULE 1** annexed hereto:

- Debtors and Trade Names
- Current and Recent Former Directors and Officers
- Potential Contract Counterparties
- Insurers
- Other Interested Parties
- Landlords
- Litigants
- Professionals
- Shareholders
- Significant Customers
- Significant Unsecured Creditors
- Significant Vendors
- Taxing Authorities
- U.S. Trustee and Key Court Personnel for the Southern District of New York
- Utilities
- Employees and Independent Contractors

17. Mourant's search of the parties in interest listed on **SCHEDULE 1** reveals that, although certain Mourant personnel may have previously worked at other law firms that represented certain parties who may now be potential parties in interest in these chapter 11 cases, to the best of Mourant's knowledge, such people have not worked on matters relating to the Committee while at Mourant.

18. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I nor Mourant has any connection with the Debtors, their creditors, or

³ I am advised that neither the term "connection" as used in Bankruptcy Rule 2014 nor the proper scope of a professional's search for "connections" has been authoritatively defined, and I am therefore required to exercise some degree of professional judgment in preparing this declaration, as well as in defining the scope of how to search for relevant facts. Out of an abundance of caution, I may be disclosing items that I have been advised are not disqualifying or problematic under the Bankruptcy Code or that are not, in my judgment, disqualifying or problematic under applicable standards of professional ethics.

any other parties in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as disclosed or otherwise described herein and in **SCHEDULE 2** annexed hereto.

19. The nature of Mourant's work as specialist "offshore" counsel means it frequently works alongside major law firms in the United States and elsewhere on transactions where there is some nexus to any one or more of the Mourant Jurisdictions. Typically this will mean either that one or more vehicles incorporated, registered or otherwise connected to a Mourant Jurisdiction are involved, or transaction security is to be taken over assets located in a Mourant Jurisdiction or governed by the laws of a Mourant Jurisdiction.

20. Accordingly, Mourant has worked alongside or opposite all or substantially all of the major law firms listed in **SCHEDULE 1** in transactions or cases not connected to these proceedings in which Mourant also represents, or has represented, a client.

21. In addition, certain current Mourant partners or employees may be former employees or former partners of one or more of the organisations listed in **SCHEDULE 1**. I am satisfied that no such Mourant partner or employee has, during the course of that prior employment, carried out any work related to the Debtors or these proceedings which would present a conflict of interest for Mourant in representing the Committee in these proceedings.

SPECIFIC DISCLOSURES

22. **SCHEDULE 2** to this Declaration (the "**Conflicts Checklist**") lists the results of Mourant's conflicts searches of the entities listed on **SCHEDULE 1**. Many of the firm's representations of the clients listed on **SCHEDULE 2** consist of representations in episodic transactional matters and will not affect the Firm's limited engagement by the Committee in these chapter 11 cases. Also, Mourant does not represent, and has not represented, within the

time period covered by our conflicts database, any other entity in any matter adverse and/or related to the Debtors or their estates.

23. Mourant is one of the largest offshore law firms worldwide and has a large and diverse client base. No single client referenced in **SCHEDULE 2** accounted for more than 1% of Mourant's total revenue for its most recent financial year ending on January 31, 2016.

24. Mourant advises clients in transactions and litigation cases, including restructuring and insolvency matters, with third parties with whom the Debtors may also have a relationship; for example, Mourant may represent certain creditors or directors of that creditor, and the Debtors may have a separate relationship, such as a supplier or customer, with such creditor. In certain circumstances, the interests of Mourant's clients may be adverse to those of the Debtors with respect to the third party. I do not know whether the Conflicts Checklist or Mourant's conflict checking system captures all connections of this nature or whether such situations are properly considered "connections" within the meaning of the Bankruptcy Rules, although, where the conflict check disclosed such instances, I have included them on the attached **SCHEDULE 2**. Other than as set forth on **SCHEDULE 2**, I am not aware of Mourant representing any creditor in connection with the Debtors.

25. In addition, Mourant may have represented, may currently represent, or may in the future represent, a borrower, issuer of securities, financial advisor, underwriter of securities, lead bank or other client in financing transactions, merger and acquisition transactions, litigation or arbitration matters, insolvency matters or other matters unrelated to these proceedings in which one or more parties in interest (or an affiliate) or a professional involved in these proceedings, including, but not limited to those listed on the Conflicts Checklist, happens to be involved, although not Mourant's client.

26. Mourant may also represent, in matters unrelated to the Debtors or the Committee, companies that may be considered competitors of the Debtors.

27. I am advised that Bankruptcy Rule 2014(a) or other applicable law does not require disclosure of each present or future engagement Mourant receives from a party in interest as long as it is unrelated to these proceedings. Mourant intends to accept engagements from other parties in interest (whether existing or new clients) that are unrelated to the Debtors. However, in no event will Mourant represent any party in these chapter 11 proceedings or otherwise with respect to the Debtors, or their estates or the Committee.

28. Certain of the parties in interest in these proceedings are companies with publicly traded securities. Mourant personnel may own, directly or indirectly, debt or equity securities issued by such companies. It is impractical to determine the extent of such holdings for all publicly traded parties in interest.

29. Attorneys at or employees of Mourant may receive services from parties in interest or professionals involved in these proceedings. Attorneys at or other employees at Mourant or their spouses or relatives may have beneficial ownership of securities issued by, or banking, insurance, brokerage or money management relationships with, other parties in interest. Attorneys at Mourant may have relatives or spouses who are members of professional firms involved in these proceedings or employed by parties in interest. We have conducted no investigation of our colleagues' banking, insurance, brokerage or investment activities or familiar connections in preparing this Declaration.

30. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: August 23, 2016


Alexander Last

SCHEDULE 1

LIST OF PARTIES IN INTEREST SEARCHED

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors and Trade Names
1(b)	Current and Recent Former Directors and Officers
1(c)	Potential Contract Counterparties
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1(j)	Significant Customers
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1(n)	U.S. Trustee and Key Court Personnel for the Southern District of New York
1(o)	Utilities
1(p)	Employees and Independent Contractors

SCHEDULE 1(a)

Debtors and Trade Names

Gawker Media Group, Inc.	Blogwire
Gawker Media LLC	Deadspin
Kinja Kft.	Defamer
Blogwire Hungary Intellectual Property Licensing LLC	Gawker
Blogwire Hungary Kft.	Gawker Stalker
Gawker.Com	Gizmodo
Blogwire Hungary Intellectual Property Licensing LLC	io9
Blogwire Hungary Kft.	Jalopnik
Curbed.com LLC	Jezebel
Gawker Sales LLC	Kinja
Gawker.Com	Kotaku
RGFREE	Lifehacker
Vox Media, Inc.	Sploid
	Valleywag

SCHEDULE 1(b)

Current and Recent Former Directors and Officers

Albertson, Josh

Darbyshire, Gabrielle

Denton, Nicholas

Dietrick, Heather

Epstein, Jason

Fette, Ian

Holden, William

Kidder, Scott

Plunkett, Thomas

Szasz, Peter

Tillman, Scott

Weinbrecht, Adrian

SCHEDULE 1(c)

Potential Contract Counterparties

114 Fifth Avenue Ground Lessee LLC	Aleksander Chan
114 Fifth Owner LP	Alex Cranz
204-210 Elizabeth Street LLC c/o S.W. Management LLC	Alex Dickinson
	Alex Pareene
204-210 Elizabth Street LLC	Alexandra Cannon
3293 Pacific LLC	Alexandra Philippides
A Mediocre Corporation	Alexandre Dohrmann
A Small Orange, LLC.	Alissa Walker
A9.com, Inc.	All You Can Move SportPass Europe
Access Inteligence, LLC	Allison Jones
Adam Clark Estes	Allison Wentz
Adam Pash	Allure Media Pty Limited
Adam Weinstein	AM Lab Americas, LLC.
Ad-Juster, Inc.	Amanda Marandola
Admeld, LLC	Amazon Services LLC
Adsfactor Holdings Limited	Amazon Web Services, Inc.
AdSlot Technologies, LTD.	Amazon.com, Inc.
Adtech US, Inc.	Anastasia Weeks
Aegon Magyarország Zrt.	Andrassy Palota Ingatlanfogalmazó Kft.
AGIS Fire & Security Kft.	Andrea Park
AIG	Andrew Collins
Alan Henry	Andrew Cush
Alan Kwon	Andrew Gorenstein
Albert Burneko	

Andrew Harding	Bryan Menegus
Andy Orin	C&G Group Kft c/o Brody House Group
Angela Alzona	Cadreon, LLC.
Angela Wang	Caitleen Weaver
Anna Merlan	Camila Cabrer
Anthony Carnevale	Camilla Baker
Anthony Hack	Casey Speer
AOL Advertising Inc.	Casper Sleep Inc.
Ariana Cohen	Catherine LeClair
Ariel Viera	Cecilia D'Anastasio
Ashley Feinberg	Chad Bernstein
Ashton Galloway	Chelsey Hoffman
Atlantic Metro Communications II, Inc.	Cheryl Eddy
Attila Illes	Chris Neveu
Ava Gyurina	Chris Person
Balazs Keki	Chris Vespoli
BarkBox, Inc.	Christina Blacken
Barry Petchesky	ClickMeter
Ben Regenspan	ClickStream
BlueApron.com	Cloudinary Ltd.
Brainy Labs, LLC	Clover Hope
Brandon McCoy	ClubW
Brendan O'Connor	Colleen McMillan
Bridget Brown	Colliers International
Bryan Lufkin	Colliers International Kft.

Coltiers Nemzetkozi Ingattanuzemeltet6 es
Kezel6 Kft.

Combat Flip Flops, LLC.

Comic Cartel ComScore, Inc.

Corporate Communications Bt.

Courtenay O'Connor

Daniel Morgan

Darren Orf

Dashlane Inc.

DataGram

Datagram Incorporated

Dave McKenna

David Tracy

Dayna Evans

Devin Clark

Diana Moskovitz

Diane Kelly

Diego Pineda

DineInFresh, Inc. dba Plated

Dollar Shave Club, Inc.

DOUBLECLICK

Dr. Torzsa Peter Bt.

DreamHost

Drew Magary

Driftaway Inc.

Earnest Inc.

Eleanor Shechet

Elisa Solinas

Emily Ambruso

Emily Herzig

Emma Carmichael

Emprese Cedente

Eric Goldfarb

Eric Ravenscraft

Erika Audie

Erin Gloria Ryan

Erin Pettigrew

Esther Inglis-Arkell

Ethan Sommer

Evan Narcisse

Eyal Ebel

F451

F451 fka Spicy Media Editora Ltda

F451 Media Editora Ltda.

Fabiola Lara

Facebook Ireland Limited

Facebook, Inc.

Fastly, Inc.

Federal Insurance Company

Fluxmob, LLC.

Framebridge, Inc.

Fritzie Andrade	Hillary Crosley
Future Publishing Limited	Hostgator.com, LLC.
Gabrielle Bluestone	Huckberry
GeekFuel, LLC.	Hunter Slaton
Germain Lussier	Ian Fette
Giri Nathan	IDrive Inc.
Globalway Participacoes Ltda.	Ilona Bilevych
Gloria Clark	Incisive Ltd
Google Inc.	Incisive VNU Limited dba Incisive Incisive Ltd
Gorilla Nation Media, LLC	Incisive VNU Ltd
Grace Robertson Graze Inc.	Index Exchange Inc.
Green Fox Academy	Infobahn Inc.
Greg Howard	Integral Ad Science, Inc.
Greg Lopez	IseeQ Kft.
GroupDynamics Kft	J.K Trotter
Gunnar Optiks	Jake Inferrera
Gyorgy Bokros	Jalovszky Law
Hajtas Pajtas Kft.	James Bartus
Handy.com	James Bit Design
Hannah Keyser	James Delgiudice
Happy Socks	Jamie Weber
Heather Dietrick	JapanCrate
Heather Hynes	Jared Auslander
Heidi Grothaus	Jason Parham
HelloFresh	Jason Schreier

Jason Torchinsky	JW Player / LongTail Ad Solutions, Inc.
Jay Hathaway	Kaila Hale-Stern
Jeffrey Hilder	Kanwar Gill
Jennifer Ouellette	Kara Brown
Jia Tolentino	Kargo Global, Inc.
Jillian Marie Lucas	Karma Mobility Inc.
Jim Boos	Kate Dries
Jim Cooke	Kate Knibbs
Jim Cooke	Kate Lovejoy
Joanna Rothkopf	Katharine Trendacosta
Joel Johnson	Kathryn McGinnis
John Appel	Katie Drummond
John Cook	Kavitha Reddy
John Gelini	Kelly Conaboy
Jordan Sargent	Kelly Faircloth
Josh Bottino	Kelly Monson
Josh Laurito	Kelly Stout
Joshua Albertson	Kerrie Uthoff
Judy Steinbach	Kevin Draper
Julia Alvidrez	Kid Thursday LLC., dba Staus Audio
Julian Muller	Kirk Hamilton
Julianne Escobedo Shepherd	Kixer
Jung Sin	Kolozsvari Timea
Justin Cross	Kravitha Reddy
Justin Potter	Krux Digital, Inc.

Lacey Donohue	Matt Novak
Lauren Bertolini	Matthew Hamer
Leah Beckmann	Matthew Kulper
Leah Finnegan	Mediagene, Inc.
LendingTree, LLC.	MediaGene, Inc. fka Infobahn, Inc.
Lindsay Chipman	MediaMind Technologies, Inc.
Lindsey Jaffe	Megan Gilbert
Lisa Bolano	Megbizott
LiveIntent, Inc.	Melissa Green
LiveRail, Inc.	Melissa Murray
LOLA	Merch Direct, LLC
Lucy Haller	Merchant Importacao, Exportacao e Comercio, Ltda - ME
Madeleine Davies	MeUndies
Madeleine Stone	Mia Libby
Madison Plus Select, Inc.	Michael Fahey
Malcolm Read	Michael Kuntz
Mandy Mandelstein	Michael Lindsay
Margaret Taormina	Michael Nunez
Marina Galperina	Michael Orell
Mario Aguilar	Michael Roselli
Maritza Sanche	Michele LaFauci
Mark Weldon	Michelle Chiang
Market Halsey Urban Renewal, LLC.	Mike Ballaban
MarkMonitor Inc.	Mikolaj Szabo
Matt Hardigree	Ministry of Supply

Miranda Langrehr	Operative Media, Inc.
Moat, Inc.	Oppenheim Ugyvedi Iroda
Mobiles Republic, Inc.	Opportune LLP
Mollie Horan	Optimizely, Inc.
Moore Stephens Hezicomp Kft.	Oriole Media Corporation dba Juice Mobile
Mott & Bow	Oscar Z. Ianello Associates, Inc.
MoviePass	Owen & Fred Corp.
MVMT Watches	Pacific Shaving Company
Nameaction Brasil Serv de Inter Ltda ME	Parachute Home
NameAction Inc.	Patricia Hernadez
Nandita Raghuram	Patrick Ballester
Natasha Vargas-Cooper	Patrick Klepek
Nathan Grayson	Patrick Laffoon
NatureBox	Patrick Redford
Nervora Digital Media Group, FZ-LLC	Paul Sundue
NetMediaEurope	PAX
Netus Media Pty Limited dba Allure Media Pty LTD	Percona, Inc.
Nevora Digital Media Group	Perfect World Entertainment
NewsCred, Inc.	Peri Hochwald
Nicholas Murphy	Pixel Media Asia Limited
Nick Stango	Platinum Rye, LLC.
Noble People	Pop Chart Lab
OCP Collective Corp. dba Adcade, Inc.	Poprageous
Omar Kardoudi	Puja Patel
OnMarc Media	Quench USA, Inc.

Quip NYC Inc.	SkimBit LTD.
Rhone Apparel Inc.	SmartFX
Riley MacLeod	SocialFlow, Inc.
Rob Harvilla	Sophie Kleeman
Robert Finger	Soundfreak
Ryan Brown	Specless, LLC.
S&T Consulting Hungary Kft.	Spicy Media Editora LTDA
Sam Biddle	SpruceWares
Sam Scherer	Squarespace, Inc.
Sam Woolley	Stackcommerce
Samantha Lagani	Staq, Inc.
Samer Kalaf	Starcom SMG
Samuel Griffel	Stassa Edwards
Sarah Dedewo	Stephanie Schrader
Sarah Wiest	Stephen Totilo
Scott Kidder	Steve Climaco
Sean Buckley	Steven Polletta
Sean MacDonald	Stowawy Cosmetics
SeatGeek	STS Meida, Inc.
Shane Roberts	Stuart Cheshire
Shep McAllister	Sultana Khan
Shopify	Superdry Wholesale, LLC
SimpleReach, Inc.	Suzy Kuzy, LLC.
Skillshare, Inc.	Szolgaltato
Skimbit Limited	Taboola Inc.

Tamas Neltz	VNU Business Media Europe Limited
Tara Jacoby	Waves Gear, LLC.
Taylor Berman	We Work
Technorati, Inc.	Wesley Siler
Terra Networks Brasil S.A.	WeWork LA LLC
TGT	Whitson Gordon
The Rubicon Project, Inc.	William Arkin
The Sasquatch Soap Co., LLC. dba Dr. Squatch	William Haisley
The Status Audio	William Turton
Thorin Klosowski	Wine Awesomeness
Tim Burke	Wrights Media, LLC
Time Shred Services, Inc.	Writers Guild of America, East
Times Internet Limited	Yannick LeJacq
Tom Ley	Zach Custer
Tom Plunkett	Zachary Connett
Tom Scocca	Zoe Stahl
Tommy Craggs	
Toth Eva Nagykanizsa	
Tremor Video, Inc.	
UCMS Group Hungary Kft.	
Udemy.com	
Veronica de Souza	
Victor Jeffreys	
Viddler, Inc.	

SCHEDULE 1(d)

Insurers

Aegon Magyarország Zrt.

AIG Europe Limited

Dewitt Stern Group, Inc.

Federal Insurance Company

Hartford Casualty Insurance Company

Hudson Insurance Company

National Union Fire Insurance Co. of Pittsburgh PA

United Healthcare Insurance Company

SCHEDULE 1(e)

Other Interested Parties

Cerberus Business Finance LLC

Houlihan Lokey, Inc.

K&H Bank

Latham & Watkins

Prime Clerk LLC

Riemer & Braunstein, LLP

Schulte Roth & Zabel LLP

Securities & Exchange Commission

Securities & Exchange Commission – NY Office

Silicon Valley Bank

Sullivan & Cromwell LLP

US VC Partners LP

SCHEDULE 1(f)

Landlords

Andrassy Palota Ingatlanforgalmazó Korlátolt Felelősségű Társaság

114 Fifth Owner LP

SCHEDULE 1(g)

Litigants

Aulistar Mark

Rachel Atwood

Andrew Hudson

Michael Kennelly

Zachary Cianflone

Alyssa Bereznak

Lindsay MaHarry

Lily Newman

Katherine Castellana

Kwame Opam

Elizabeth Nadybal

Terry Gene Bollea

Chelsea Lo Pinto

Mitchell Williams

Tim Barribeau

Meanith Huon

Patrick Frawley

Ashley Terrill

Elizabeth Weinbloom

Charles Johnson and Got News, LLC

Kristin Chan

Teresa Thomas

Samuel Julian

Shiva Ayyadurai

Brian Colgan

Christopher Sadowski

Benjamin Dorson

SCHEDULE 1(h)

Professionals

Akerman LLP

Cahill Gordon & Reindel LLC

Citrin Cooperman & Co., LLP

Giskan Solotaroff & Anderson LLP

Goldin Solutions

Jalovszky Law Firm

John Duncan

Klasko Immigration Law Partners, LLP

Levine Sullivan Koch & Schulz, LLP

Maples & Calder Morrison Cohen LLP

Newmark & Co. Real Estate, Inc.

Oppenheim Law Firm

Opportune LLP

Proskauer Rose LLP

Trifolium LLC

Wilk Auslander

Zwillgen PLLC

SCHEDULE 1(i)

Shareholders

Berman, Taylor	Furman, Eliot, as custodian for Alexander Tiberius Furman under the NYUTMA
Bertolini, Lauren	
Blakeley, Richard Erand	Futrelle, Genevieve
Bluestone, Gabrielle	Giacoman, Gabriela
Brown, Ryan	Gorenstein, Andrew
Carmichael, Emma	Greenmount Creek Limited
Carmon, Irin	Hale-Stern, Kaila
Chan, Casey	Hamer, Matt
Coen, Jessica	Hardigree, Matt
Cooke, Jim	Holmes, Anna
Craggs, Tommy	Jefferson, Whitney
Crecente, Brian	Kang, Daniel
D'Addario, John	Kidder, Scott
Darbyshire, Gaby	Kozma, Jozsef
Daulerio, Albert	Lam, Brian
DelGiudice, James	Layne, Ken
Denton, Nick	Lehnhoff, Jim
Diaz, Jesus	Leitch, Will
Dietrick, Heather	Lisanti, Mark
Dimmitt, Elizabeth	Lopez, Greg
Dimmitt, Genevieve	Ma, Jesse
Duncan, John	McGill, Erin
Ebel, Eyal	Nachlin, Jim
	Newitz, Annalee

Nolan, Hamilton	Woerner, Meredith
O'Connor, Maureen	Albertson, Josh
Pash, Adam	Annis, Rose
Petrány, Máté	Baker, Camie
Pettigrew, Erin	Batty, Chris
Plunkett, Tom	Biddle, Sam
Read, Malcom	Bodnár, István
Robischon, Noah	Burke, Tim
Schreier, Jason	Climaco, Steve
Schwartz, Diane	Cook, John
Schweizer, Julia	Curtis, Dustin
Scocca, Thomas	Donohue, Lacey
Sicha, Choire	Drummond, Katie
Spinelli, Mike	Fette, Ian
Steele, Lockhart	George, Patrick
Stein, Sadie	Georgopoulos, Steph
Takayama, Greg	Gonzalez, Robert
Tate, Ryan	Graham, Kevin
Thomas, Owen	Grothaus, Heidi
Toder, Matthew	Hathaway, Jay
Trapani, Gina	Henry, Alan
US VC Partners LP	Hilder, Jeff
Vuong, Phillip	Jeffries, Victor
Wert, Ray	Juzwiak, Rich
Winkelman (Ortega), Samantha	Kéki, Balázs

Knibbs, Katharine	Szász, Péter
Körtesi, Gáspár	Szatmári, András
Laurito, Josh	Taomina, Margaret
Libby, Mia	Tiku, Nitasha
Magary, Drew	Totilo, Stephen
Marchman, Tim	Trotter, JK
McAllister, Shep	Udvardi, Ramóna
McKenna, Dave	Walker, Alissa
Mittelhammer, Eric	Weaver, Caity
Morgan, Daniel	Weinstein, Adam
Neltz, Tamas	Wentz, Allison
Nevins, Maxwell	
Novak, Matt	
O'Connor, Courtenay	
Pareene, Alex	
Parham, Jason	
Petchesky, Barry	
Popken, Ben	
Price, John	
Reddy, Kavi	
Regenspan, Ben	
Roberts, Shane	
Sargent, Jordan	
Sommer, Ethan	
Sundue, Paul	

SCHEDULE 1(j)
Significant Customers

20th Century Fox	Desk.com
360i	Dialect Inc
A9.com Inc. (Amazon Match Buy)	DigitasLBi
Accordant Media	Dollar Shave Club
Adslot	Draftkings
Aegis Group	Earnest
Alliance Games	Empowering Media LA
Allure Media - GM	Empowering Media NY
Amazon	Essence
Amazon Commerce Revenue	f451 - US
AOL One	Facebook
Asana (Customer)	Factorylabs
Assembly	Fallon
Baru Advertising	Future Publishing Ltd (US)
Blue Apron	General Mills, Inc.
Blue Wheel Media	Google (BizDev)
Bluehost	Graze
Brigade Marketing	Havas
Casper	Horizon Media
Centro	HostGator
Cisco	Hover
Cramer-Krasselt	HTC Blinkfeed
Criteo	IBM
Crossmedia	Indochino

Initiative LA	Nokia
Initiative NY	NVIDIA
Interpublic Group of Companies	Omnicom Group
iSocket, Inc.	Pereira & Odell
ITVS	Petrol
Kepler Group	PGR Media
Ketchum	Protein
Kovel Fuller	Publicis Groupe
Kruskopf & Company	R/West
Liquid Advertising	Rachael Piper Consulting
LivWell	Randomhouse
Logmein.com	RED Interactive Agency
MarkLogic	Rodger's Townsend
McGarrah Jessee	RPA
Me Undies	Rubicon
Mediagene Inc - US	Skillshare
Mediasmith	Slack
Mediastorm, LLC	Spacetime Media
Merkley and Partners	SquareSpace
MillerCoors	StackSocial
MNI	Status Audio
MODCo Media	Sterling Rice Group
Mullen	Superdry Wholesale LLC
NameCheap	Taboola (Biz Dev)
Newscred	Tangible Media

TaxFyle

The Garage Team Mazda

TubeMogul

UCB

Udemy

Varidesk

Viewster.com

VOX Media - Curbed Investment

VSN

WavesGear

weBoost

Wieden & Kennedy

Wildcard Properties LLC

WPP

Wright's Media

Zeno Group

SCHEDULE 1(k)

Significant Unsecured Creditors

Ad-Juster, Inc. (media)	Google Inc. (DoubleClick)
ADP Workforce Now	Google, Inc. (Analytics)
Akerman LLP	Hunter Slaton
Alex Palmer	Ian Fette
Andrew Harding	Jelle Claeys Automotive Artwork
AOL Advertising	Joshua M Lees
Associated Press	JW Player (Longtail Ad Solutions, Inc.)
Blane Bachelor	Katherine Fry
Brandtale	Kinja Accounts Payable
CDW Direct	Krux Digital
Cloudinary Ltd.	L-Cut Digital Media, Inc.
Concur Technologies, Inc.	Market Halsey Urban Renewal, LLC
Corbis Corporation	Marlena Agency Inc.
Corey Foster	Medialink
Creative Circle, LLC.	Merrill Communications, LLC
DataGram	Metropolitan Cleaning, LLC
DoubleVerify, Inc.	Moat Inc.
DRH Internet Inc	Morrison Cohen LLP
Equinox Fitness Clubs - Corp Accts	Newmark & Co. Real Estate, Inc.
Fastly	Nick Wong Photography
Fried, Frank, Harris, Shriver & Jacobson LLP	NSONE Inc.
Getty Images	Operative Media, Inc
Giacco Furino	Optimizely, Inc.

Pacific Coast News

Plant Specialists LLC

QZZR

REDBOOKS

Risk Strategies Company

Shenker & Bonaparte, LLP

SimpleReach, Inc.

Sizmek Technologies Inc.

Specless

STAQ, INC.

Submarine Leisure Club, Inc. (Wirecutter)

Submersive Media

The Hartford

The Oliver Group

Viddler, Inc.

SCHEDULE 1(I)

Significant Vendors

114 Fifth Avenue	Hatch Content, LLC
ADP PayEx	HeartWork, Inc.
Advanced Electronic Solutions, Inc.	Houlihan Lokey
AMA Consulting Engineers P.C.	Howard Kennedy
AMEX Corporate GM - 01006	Inform Interiors
Andrew Liszewski	Jesus Diaz (vendor)
Apple Inc. (media)	Kforce Inc.
Baby Llama Productions LLC	Kornhaber Brown, LLC
Bajibot Media	Lay It Out, Inc.
Big Mango, Inc.	Leiberts Royal Green Appliances Inc.
Bird & Bird LLP	Lewis Rice LLC
Brannock & Humphries	LionTree Advisors LLC
Cahill Gordon & Reindel LLP	LJ DUFFY, Inc.
Cannes Trip 2015	Maples & Calder (GM LLC)
Catalyst	NetRatings, LLC
Cerberus Capital Management LP	Netsuite, Inc.
ComScore Inc.	NVE, Inc.
Con Edison (210)	OCP Collective Corp.
CytexOne Technology, LLC	Olson Kundig Architects
Dynect, Inc	Olson Kundig Interiors
Emma C Lanigan (Cookson)	OnMarc Media Inc.
Fidelity 401k	Opportune LLP
Harder Mirell & Abrams	Redscout LLC

Robert Half

Ropes & Gray LLP

Santa Monica Air Center, Inc.

Structure Tone

SW Management LLC

TangentVector, Inc.

Tapestry Associates LLC

Thomas & Locicero PL

Treasury of the United States

TrueForm Concrete, LLC

Veritas Pictures, Inc.

Versus LLC

Vizu Corporation

Voya Financial 401K

WB Wood NY

Young America Capital

SCHEDULE 1(m)

Taxing Authorities

Internal Revenue Service

Budapesti Önkormányzat

Hungary National Tax Authority

New York City Department of Finance

New York State Commissioner of Taxation and Finance

SCHEDULE 1(n)

U.S. Trustee and Key Court Personnel for the Southern District of New York

Cecilia G. Morris	Kathleen Schmitt
James L. Garrity	Linda A. Riffkin
Martin Glenn	Lisa Penpraze
Mary Kay Vyskocil	Maria Catapano
Michael E. Wiles	Mary V. Moroney
Robert D. Drain	Myrna R. Fields
Robert E. Grossman	Nadkarni Joseph
Sean H. Lane	Paul K. Schwartzberg
Shelley C. Chapman	Richard C. Morrissey
Stuart M. Bernstein	Serene Nakano
Alicia Leonhard	Susan Arbeit
Amanda Cassara	Susan Golden
Andrea B. Schwartz	Sylvester Sharp
Andy Velez-Rivera	Victor Abriano
Anna M. Martinez	William K. Harrington
Brian S. Masumoto	
Cheuk M. Ng	
Danny A. Choy	
Ercilia A. Mendoza	
Greg M. Zipes	
Guy A. Van Baalen	
Ilusion Rodriguez	

SCHEDULE 1(o)

Utilities

114 Fifth Avenue Ground Lessee

Atlantic Metro Communications

Benefit Resource, Inc.

Cogent Communications

Con Edison

ShoreTel Inc.

SCHEDULE 1(p)

Employees and Independent Contractors

Asd Mario Aguilar	Camila Cabrer
Joshua Albertson	Alexandra Cannon
Angelica Alzona	Emma Carmichael
Fritzie Andrade	Anthony Carnevale
Erika Audie	Casey Chan
Jared Auslander	Michelle Chiang
Ilene Baker	Devin Clark
Michael Ballaban	Gloria Clark
Patrick Ballester	Steve Climaco
Chad Bernstein	Ariana Cohen
Lauren Bertolini	Andrew Collins
Sam Biddle	Zachary Connett
Ilona Bilevych	John Cook
Christina Blacken	James Cooke
Gabrielle Bluestone	Alexandra Cranz
James Boos	Hillary Crosley
Joshua Bottino	Justin Cross
Robert Bricken	Andrew Cush
Ryan Brown	Zach Custer
Kara Brown	Madeleine Davies
Bridget Brown	Maritza De Leon
Timothy Burke	Veronica de Souza
Albert Burneko	Sarah Dedewo

Ernest Deeb	Melissa Green
Nick Denton	Samuel Griffel
Alexander Dickinson	Heidi Grothaus
Heather Dietrick	Ava Gyurina
Alexandre Dohrmann	Anthony Hack
Lacey Donohue	William Haisley
Kevin Draper	Lucy Haller
Kathryn Dries	Kirk Hamilton
Katherine Drummond	Matt Hardigree
Eyal Ebel	Andrew Harding
Cheryl Eddy	Alan Henry
Stassa Edwards	Patricia Hernandez-Ramos
Adam Estes	Emily Herzig
Michael Fahey	Clover Hope
Georgia Faircloth	Mollie Horan
Ashley Feinberg	Heather Hynes
Ian Fette	Attila Illes
Robert Finger	Jacob Infrerra
Ashton Galloway-Taylor	Victor Jeffreys
Marina Galperina	Richard Juzwiak
John Gelini	Samer Kalaf
Patrick George	Omar Kardoudi Segarra
Kanwar Gill	Hannah Keyser
Ariel Gononsky	Sophie Kleeman
George Grayson	Patrick Klepek

Thorin Klosowski	Daniel Morgan
Michele Lafauci	Diana Moskovitz
Patrick Laffoon	Julian Muller
Samantha Lagani	Nick Murphy
Miranda Langrehr	Melissa Murray
Joshua Laurito	Evan Narcisse
Catherine LeClair	Giri Nathan
Thomas Ley	Tamas Neltz
Mia Libby	Chris Neveu
Michael Lindsay	Hamilton Nolan
Katelyn Lovejoy	Matthew Novak
Germain Lussier	Michael Nunez
Riley MacLeod	Brendan O'Connor
Andrew Magary	Courtenay O'Connor
Amanda Mandelstein	Michael Orell
Timothy Marchman	Darren Orf
Alex Mason	Andrew Orin
Shepherd McAllister	Raphael Orlove
Kathryn McGinnis	Jennifer Ouellette
David McKenna	Alexander Pareene
Colleen McMillan	Andrea Park
Bryan Menegus	Adam Pash
Anna Merlan	Puja Patel
Maria Misra	Christopher Person
Kelly Monson	Barry Petchesky

Alexandra Philippides	Ethan Sommer
Diego Pineda	Casey Speer
Steven Polletta	Zoe Stahl
John Price	Nicholas Stango
Nandita Raghuram	Judith Steinbach
Eric Ravenscraft	Madeleine Stone
Kavitha Reddy	Kelly Stout
Patrick Redford	Richard Sundue
Benjamin Regenspan	Margaret Taormina
Shane Roberts	Jia Tolentino
Grace Robertson	Jason Torchinsky
Michael Roselli	Stephen Totilo
Joanna Rothkopf	David Tracy
William Sansom	Katharine Trendacosta
Jordan Sargent	Joseph Trotter
Samuel Scherer	William Turton
Stephanie Schrader	Kerrie Uthoff
Jason Schreier	Christopher Vespoli
Jillian Schulz	Alissa Walker
Taryn Schweitzer	Angela Wang
Thomas Scocca	Jamie Weber
Eleanor Shechet	Anastasia Weeks
Julianne Shepherd	Allison Wentz
Hunter Slaton	Samuel Woolley
Elisa Solinas	András Szatmári

Attila Kocsis	Brian Ashcraft
Balázs Kéki	Andrew Liszewski
Balázs Pócze	Jamie Condliffe
Dmitry Lambrianov	Chris Mills
Gábor Kacsik	James Whitbrook
Gáspár Körtesi	David Nield
György Bokros	Kathryn Jezer-Morton
Ildikó Kriston	Madeleine Collier
István Bodnár	Fruzsina Kuhari
János Hardi	Robert Stokes
László Heves	Adam Kovac
Levente Molnár	Jared "Jay Allen" Goodwin
Linda Bucsánszki	Anthony Dejolde
Luca Németh	Carlos Rebato
Márton Borlay	Carlos Hierro
Mikhail Mitrofanov	Matias Martinez
Olivér Kovács	Eduardo Marin
Péter Szász	Miguel Redondo
Ramóna Udvardi	Zolani Stewart
Szabolcs Vida	Reshma Bhai
Szilvia Németh	Manisha Aggarwal
Zoltán Balázs	Lindsay Handmer
Zoltán Kalmár	Daniel Strudwick
George Dvorsky	Eva Jurczyk
Luke Plunkett	Mihir Patkar

Toshihisa Nakamura	Anupa Mistry
Kirsten O'Regan	Brodie Lancaster
Alexandra Nursall	Jess Shanahan
Nicholas Cameron	Jesus Diaz
Ralph Jones	Herbert Lui (Wonder Shuttle Media, Inc)
Elizabeth Edgar	Graham Ruthven
Rawiya Elkhadir	Stacy May Fowles
Ian Dransfield	Andrew Gibney
Stefan Janke	Daniel Harris
Mark Wilson	Alex Hess
Sniff Petrol Limited	Chris Koentges
James Fell	Kevin O'Brien
Peter Ryan	Achal Prabhala
Manuel Mendez Perez	David Sommer
Angel Jiminez	Monica Heisey
Jacob Rose	Sara Mcculloch
Bram Gieben	Jakob Wenngren
Eva Holland	Alex Bejerstrand
Nathan Thompson	Halmar Sveinbjornsson
Priya Elias	Amit Reut
Scaachi Koul	Rosa Gregori
Helen Appleyard	Sarah Moroz
Omar Karduodi Segarra	Jason Richards
Cara Ellison	Ravi Somaiya
Estelle Tang	Reut Amit

Michael "Massoud" Martin	Anthony Mark Dewhurst
Fariha Roisin	Peter Orosz
William Herkewitz	Ryan Pierce
Lev Hellebust (Bratishenko)	Neill Watson
Pranav Dixit	George Williams
Danny Allen	Chris Harris
Karan Atul Shah	Natasha Chenier
James Baker	Esther Sassaman
Gary Cutlack	Luke Malone
Adelaide Dugdale	Mikhail Mitrofanov
Katherine Hannaford	Leo Wichtowski
Brian Hogg	Kevin Mahon
Andrew James	Simon Parkin
Chris Mcveigh	Quintin Smith
Apoorva Prasad	Kathleen Williams
Michelle Tofi	Ollie Barder
Yareniz Saavedra Padilla	Simon Mapp
Carlos Risco	Andrew Mcmillen
Elias Notario Perez	David Veselka
Eric Tecayehuatl	Kevin Mahon
Robert Boffard	David Gilson
Guy Combs	Mark O'Neill
Joel Meadows	Spanner Spencer
Chris Harris	Tom Cassell
Guy Porepp	Kenneth Gibson

Clare Kane

Zolani Stewart

SCHEDULE 2

**DISCLOSURE OF
RELATIONSHIPS WITH PARTIES LISTED ON SCHEDULE 1**

SCHEDULE 2

List of “Connections” with Interested Parties

This exhibit contains the names of parties on the Conflicts Checklist which our conflict checking personnel advise me are current clients; affiliates of current clients; or persons with whom Mourant has some relationship involving the provision of legal services (such as a committee of independent directors of the entity or being designated by that entity to represent parties underwriting or providing financing for the entity) to a third-party where its fees may be borne in whole or part by such party in interest.

NAME OF PARTY IN INTEREST	<u>Description of "Connection"</u>
Aegis Group	MO represented Aegis Group in various matters, none of which are related to the Debtors.
AIG	MO represents AIG and its affiliates and directors in various matters, none of which are related to the Debtors.
Akerman LLP	MO worked with Akerman LLP as an intermediary for a matter which was not related to the Debtors.
Andrew Hudson	An individual by the name of Andrew Hudson was a related party to a matter unrelated to the Debtors in which MO provided advice. We were unable to determine whether this matter relates to the same "Andrew Hudson".
Andrew James	We have acted for multiple clients with the name "Andrew James". Based on the information provided, we were unable to determine whether these matters relate to the same "Andrew James". None of these matters relate to the Debtors.
Anthony Mark Dewhurst	An individual by the name of Anthony Mark Dewhurst was a related party to a matter unrelated to the Debtors in which MO provided advice. We were unable to determine whether this matter relates to the same "Anthony Mark Dewhurst".
Apple Inc. (media)	MO represented Apple Inc. in various matters, none of which are related to the Debtors.
Assembly	Based on the name provided to us, we are unable to ascertain whether this entity is a client.
Bird & Bird LLP	MO has worked in parallel with the law firm of Bird & Bird LLP on various matters, none of which are related to the Debtors.
Cahill Gordon & Reindel LLC	MO advised Cahill Gordon & Reindel LLC on a matter, which was not related to the Debtors.
Casper	Based on the name provided to us, we are unable to ascertain whether this entity is a client.
Catalyst	Based on the name provided to us, we are unable to ascertain whether this entity is a client.
Centro	Based on the name provided to us, we are unable to ascertain whether this entity is a client.

Cerberus Business Finance LLC	MO represents Cerberus Business Finance LLC for various matters, none of which are related to the Debtors.
Cerberus Capital Management LP	MO represents Cerberus Capital Management II, L.P. for a matter, which is not related to the Debtors.
Cheryl Eddy	MO represented an individual by the name of Cheryl Eddy in various matters, none of which are related to the Debtors. We were unable to determine whether these matters relate to the same "Cheryl Eddy".
Citrin Cooperman & Co., LLP	MO represents Citrin Cooperman & Co., LLP for various matters, none of which are related to the Debtors.
Colliers International/Colliers International Kft.	MO represents Colliers International and its affiliates for various matters, none of which are related to the Debtors.
Daniel Morgan	MO represented an individual by the name of Daniel Morgan in various matters, none of which are related to the Debtors. We were unable to determine whether these matters relate to the same "Daniel Morgan".
Emma Carmichael	An individual by the name of Emma Carmichael was a related party to a matter unrelated to the Debtors in which MO provided advice. We were unable to determine whether this matter relates to the same "Emma Carmichael".
Essence	Based on the name provided to us, we are unable to ascertain whether this entity is a client.
Federal Insurance Company	MO represents Federal Insurance Company in various matters, none of which are related to the Debtors.
Fried, Frank, Harris, Shriver & Jacobson LLP	MO works in parallel with the law firm of Fried, Frank, Harris, Shriver & Jacobson LLP in various matters, none of which are related to the Debtors.
Google Inc.	MO represents Google Inc. in various matters, none of which relate to the Debtors.
Howard Kennedy	MO works in parallel with the law firm of Howard Kennedy LLP on various matters, none of which are related to the Debtors.
IBM	MO represents various IBM entities in various matters, none of which relate to the Debtors.

Internal Revenue Service	The Internal Revenue Service has been a related party on various matters which MO has been involved in, none of which relate to the Debtors.
Interpublic Group of Companies	MO has acted on various matters involving Interpublic Group, none of which relate to the Debtors.
James Baker	MO represented an individual by the name of James Baker in a matter unrelated to the Debtors. We were unable to determine whether this matter relates to the same "James Baker".
James Cooke	An individual by the name of James Cooke was a related party to various matters, none of which relate to the Debtors. We were unable to determine whether these matters relate to the same "James Cooke".
John Duncan	An individual by the name of John Duncan was a related party in a matter unrelated to the Debtors. We were unable to determine whether this matter relates to the same "John Duncan".
Latham & Watkins	MO works in parallel with the law firm of Latham & Watkins on various matters, none of which relate to the Debtors.
Mark O'Neill	We have acted for multiple clients with the name "Mark O'Neill". Based on the information provided, we were unable to determine whether these matters relate to the same "Mark O'Neill". None of these matters relate to the Debtors.
Mark Wilson	An individual by the name of Mark Wilson was a related party in various matters, none of which relate to the Debtors. We were unable to determine whether these matters relate to the same "Mark Wilson".
Michael "Massoud" Martin	MO represented an individual by the name of Michael Martin in a matter unrelated to the Debtors. We were unable to determine whether this matter relates to the same "Michael Martin".
Mullen	Based on the name provided to us, we are unable to ascertain whether this entity is a client.
National Union Fire Insurance Co. of Pittsburgh PA	The entity has been a related party on a matter which MO has been involved in, which does not relate to the Debtors.
Nick Wong Photography	Nick Wong Photography has been a related party on two matters that MO advised on, none of which relate to

	the Debtors.
Omnicom Group	MO acted on a matter involving Omnicom Europe Limited, which did not relate to the Debtors.
Proskauer Rose LLP	MO works in parallel with the law firm of Proskauer Rose LLP on various matters, none of which relate to the Debtors.
Publicis Groupe	MO acted on a matter involving Publicis Graphics Group Holding SA, which did not relate to the Debtors.
Puja Patel	An individual by the name of Puja Patel was a related party in a matter unrelated to the Debtors. We were unable to determine whether these matters relate to the same "Puja Patel".
Riemer & Braunstein, LLP	MO works in parallel with the law firm of Riemer & Braunstein LLP on various matters, none of which relate to the Debtors.
Robert Gonzalez	MO represented an individual by the name of Robert Gonzalez in a matter unrelated to the Debtors. We were unable to determine whether these matters relate to the same "Robert Gonzalez".
Ropes & Gray LLP	MO works in parallel with the law firm of Ropes & Gray LLP on various matters, none of which relate to the Debtors.
Schulte Roth & Zabel LLP	MO works in parallel with the law firm of Schulte Roth & Zabel LLP on various matters, none of which relate to the Debtors.
Silicon Valley Bank	MO represents Silicon Valley Bank in various matters, none of which relate to the Debtors.
Sullivan & Cromwell LLP	MO works in parallel with Sullivan & Cromwell LLP on various matters, none of which relate to the Debtors.
WPP	MO represents WPP plc and its affiliates and directors in various matters, none of which are related to the Debtors.